

Buckley Michael F
 Form 4
 October 31, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Buckley Michael F

2. Issuer Name and Ticker or Trading Symbol
 Centric Brands Inc. [DFBG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O CENTRIC BRANDS INC., 350
 5TH AVENUE, 6TH FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/29/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Former Chief Executive Officer

(Street)
 NEW YORK, NY 10118

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.10 per share	10/29/2018		M	(1) A	826,370	D	
Common Stock, par value \$0.10 per share	10/29/2018		F	(2) D	\$ 776,371	D	
Common Stock, par value \$0.10 per share	10/29/2018		M	(1) A	926,371	D	

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Common
 Stock, par
 value \$0.10 10/29/2018 F 60,513 (2) D \$ 4.22 865,858 D
 per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Units	(1)	10/29/2018		M	144,588	10/29/2018 10/29/2018	Common Stock, par value \$0.10 per share 144,588
Performance Share Units	(1)	10/29/2018		M	150,000	10/29/2018 10/29/2018	Common Stock, par value \$0.10 per share 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buckley Michael F C/O CENTRIC BRANDS INC. 350 5TH AVENUE, 6TH FLOOR NEW YORK, NY 10118	X		Former Chief Executive Officer	

Signatures

/s/ Lori Nembirkow, as attorney-in-fact 10/31/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person previously received a grant of shares of Restricted Stock Units ("RSUs") and Performance Share Units ("PSUs") that represented a contingent right to receive one share of the Company's common stock pursuant to the Differential Brands Group Inc.

(1) 2016 Stock Incentive Plan, as amended, (the "Plan") and previously reported on Table II of a Form 3. Pursuant to the separation agreement by and between Mr. Buckley and the Company, dated October 29, 2018, the Company accelerated the vesting of the remaining 144,688 RSUs scheduled to vest on 12/31/18 and 150,000 of his PSUs.

In accordance with the terms and conditions of the RSU and PSU agreement, and as permitted under the Plan, the Company withheld an

(2) equivalent amount of RSUs at fair market value to pay the minimum tax withholding requirements for the reporting person. There was no open market sale of common stock by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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